

**U.S. Bankruptcy Court
California Northern Bankruptcy Court (San Francisco)
Bankruptcy Petition #: 19-30088**

Assigned to: Judge Dennis Montali
Chapter 11
Voluntary
Asset

Date filed: 01/29/2019
Plan confirmed: 06/20/2020
341 meeting: 04/29/2019
Deadline for filing claims: 10/21/2019
Deadline for filing claims (govt.): 10/21/2019

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Filing Date	#	Docket Text
03/08/2022	<u>11999</u>	Memorandum Decision Regarding Dispute Between Debtors and the California Department of Water Resources (RE: related document(s) <u>11887</u> Motion to Reject Lease or Executory Contract filed by Interested Party California Department of Water Resources, <u>11896</u> Motion Miscellaneous Relief filed by Debtor PG&E Corporation). (lp) (Entered: 03/08/2022)
03/08/2022	<u>12000</u>	Order Granting California Department of Water Resources' Motion For Order Determining That The Castle Rock Agreement With PG&E Cannot Be Assumed And Claim No. 78104 Be Paid (Related Doc # <u>11887</u>) (lp) (Entered: 03/08/2022)
03/08/2022	<u>12001</u>	Order Denying Debtors' Motion For Entry Of An Order Modifying Plan Injunction And Compelling Arbitration Of Claim Of California Department Of Water Resources (Related Doc # <u>11896</u>) (lp) (Entered: 03/08/2022)
03/21/2022	<u>12054</u>	Order Denying Motion to Intervene by City of Santa Clara, DBA Silicon Valley Power and Northern California Power Agency (Related Doc # <u>12024</u>) (lp) (Entered: 03/22/2022)
04/22/2022	<u>12207</u>	Order Regarding Dispute Between Debtors and California Department of Water Resources (RE: related document(s) <u>11887</u> Motion to Reject Lease or Executory Contract filed by Interested Party California Department of Water Resources). (lp) (Entered: 04/22/2022)
05/05/2022	<u>12311</u>	Notice of Appeal and Statement of Election <i>Notice of Appeal and Statement of Election to Have Appeal Heard By United States District Court for the Northern District of California</i> , Fee Amount \$ 298. (RE: related document(s) <u>11999</u> Memorandum Decision, <u>12000</u> Order on Motion to Reject Lease or Executory Contract, <u>12001</u> Order on Motion for Miscellaneous Relief, <u>12054</u> Order on Motion for Miscellaneous Relief, <u>12207</u> Order). Appellant Designation due by 05/23/2022. Transmission of Record to District Court due by 06/6/2022. Statement of Issues due by 05/23/2022. (Attachments: # <u>1</u> Exhibit A – Final Order # <u>2</u> Exhibit B – Memorandum Decision dated March 8, 2022 # <u>3</u> Exhibit C – Order Granting CDWR Motion Dated March 8, 2022 # <u>4</u> Exhibit D – Order Denying PG&E Motion Dated March 8, 2022 # <u>5</u> Exhibit E – Order Denying Motion to Intervene Entered March 22, 2022) Filed by Debtor PG&E Corporation (Rupp, Thomas) (Entered: 05/05/2022)
05/06/2022	<u>12323</u>	Courts Certificate of Mailing. Number of notices mailed: 22 (RE: related document(s) <u>12311</u> Notice of Appeal and Statement of Election). (dc) (Entered: 05/06/2022)
05/11/2022	<u>12361</u>	Certificate of Service of <i>Alain B. Francoeur Regarding Notice of Appeal and Statement of Election to Have Appeal Heard by United</i>

			<i>States District Court for the Northern District of California</i> Filed by Other Prof. Kroll Restructuring Administration LLC (related document(s) <u>12311</u> Notice of Appeal and Statement of Election). (Malo, David) (Entered: 05/11/2022)
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Signed and Filed: March 8, 2022

Dennis Montali

DENNIS MONTALI
U.S. Bankruptcy Judge

UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF CALIFORNIA

In re:) Bankruptcy Case
PG&E CORPORATION,) No. 19-30088-DM
) Chapter 11
- and -) Jointly Administered
PACIFIC GAS AND ELECTRIC COMPANY,)
Reorganized Debtors.)
☐ Affects PG&E Corporation)
☐ Affects Pacific Gas and)
Electric Company)
☒ Affects both Debtors)
* All papers shall be filed in)
the Lead Case, No. 19-30088 (DM).)

**MEMORANDUM DECISION REGARDING DISPUTE BETWEEN DEBTORS AND THE
CALIFORNIA DEPARTMENT OF WATER RESOURCES**

On March 2, 2022, the court heard oral argument regarding
California Department of Water Resources' Motion for Order
Determining that The Castle Rock Agreement with PG&E Cannot be
Assumed and that The Department of Water Resources' Claim No.
78104 be Paid (the "DWR Motion") (Dkt. 11887) and the Motion of

1 the Reorganized Debtors for Entry of an Order Modifying Plan
2 Injunction and Compelling Arbitration of Claim of California
3 Department of Water Resources (the "Debtors' Motion") (Dkt.
4 11896), together with the accompanying memoranda, declarations
5 and other filings.

6 Having considered the matters fully, the court concludes
7 that the DWR Motion should be GRANTED and the Debtors' Motion
8 should be DENIED.

9 Long before these bankruptcy cases were filed, the dispute
10 between these opposing parties was identified and framed, and
11 either side could have initiated the arbitration procedures of
12 the 1984 Cotenancy Agreement ("Agreement"). Neither did. Even
13 after the petitions were filed on January 29, 2019, that
14 procedure was available, either by DWR, perhaps after first
15 seeking relief from stay, or by Debtors. Again, neither pursued
16 that procedure.

17 All that changed when the Debtors' Plan of Reorganization
18 (the "Plan") was negotiated, filed, considered and confirmed.
19 As pointed out by DWR, specific provisions were inserted into
20 the Plan and the Order Confirming the Plan (the "OCP") to deal
21 with and reserve for later resolution very numerous open issues
22 relating to executory contracts between Debtors and many
23 governmental agencies, including DWR.

24 Among the most relevant of them are:

25 34. Determination of Cure Disputes.

26 a. Pursuant to Section 8.2(c) of the Plan, **in the event**
27 **of an unresolved dispute regarding** (i) any Cure Amount,
28 (ii) the ability of the Reorganized Debtors or any
assignee to provide "adequate assurance of future
performance" (within the meaning of section 365 of the

1 Bankruptcy Code) under the executory contract or
2 unexpired lease to be assumed, or **(iii) any other matter**
3 **pertaining to assumption, assumption and assignment, or**
4 **the Cure Amounts required by section 365(b)(1) of the**
5 **Bankruptcy Code (each, a "Cure Dispute"), such Cure**
6 **Dispute shall be resolved by a Final Order of the Court,**
7 which may be entered after the Effective Date. (emphasis
8 added).

67. Governmental Performance Obligations.

6 d. Notwithstanding anything in this Confirmation Order,
7 the Plan, or the Plan Documents, the listing of a matter
8 as an "executory contract" or an "unexpired lease" in
9 the Debtors' schedules or Plan Documents (a "Potentially
10 Assumed Contract/Lease") is without prejudice to any
11 contention by any Governmental Unit that the matter is
12 not in fact an executory contract or unexpired lease as
13 set forth in section 365 of the Bankruptcy Code. With
14 respect to any Cure Amount for a Potentially Assumed
15 Contract/Lease for which the United States or any
16 department, agency, or instrumentality of the State of
17 California (collectively, the "Governmental Parties") is
18 listed as the Non-Debtor Counterparty, all parties
19 reserve all rights to dispute such Cure Amount. **If any**
20 **Governmental Party disputes (i) that any Potentially**
21 **Assumed Contract/Lease is in fact an executory contract**
22 **or unexpired lease** or (ii) any Cure Amount, such
23 Governmental Party shall have no later than ninety (90)
24 days after the Confirmation Date (or such later date as
25 may be mutually agreed upon between the applicable
26 Governmental Party and the Debtors or Reorganized
27 Debtors) to file and serve an objection setting forth
28 such dispute, and **any such dispute shall be resolved by**
the Bankruptcy Court. (Emphasis added).

21 DWR is adamant that after it gave its notice of termination
22 of its participation in the Agreement on June 30, 2018,
23 effective one year later, there was nothing left for it to do or
24 for Debtors to assume. All that remains is for Debtors to pay a
25 refund of \$101,026.75, now reflected in Proof of Claim No. 78104
26 that is presumptively allowed and has not been the subject of an
27 objection.

1 Debtors take a contrary view, reflected as early as when
2 the court was considering confirmation of the Plan. Debtors
3 filed their *Schedule of Executory Contracts and Unexpired Leases*
4 *to be Assumed Pursuant to the Plan and Proposed Cure Amounts*
5 attached to the Plan Supplement as Exhibit B ("Cure Notice")
6 (Dkt. 7037).

7 That lengthy schedule included the Agreement. Thus, even
8 to the present date, Debtors maintain that the Agreement was
9 subject to assumption because it was not rejected, and the
10 resolution of the remaining dispute that is the subject of the
11 present motions is part and parcel of the entire bundle of
12 rights and obligations of the parties that must be resolved
13 through arbitration.

14 Given the very specific attention given to matters that
15 plainly include the present dispute, the court is satisfied that
16 the Plan and the OCP reserving jurisdiction in this court to
17 resolve them prevail over those relied on by Debtors to require
18 the court to order arbitration.

19 In *In re Thorpe Insulation Co.*, 671 F.3d 1011 (9th Cir.
20 2012), the court established the principles that guide
21 bankruptcy courts in dealing with arbitration provisions versus
22 bankruptcy alternatives. Those principles convince this court
23 to exercise its discretion not to order arbitration at present.

24 *Thorpe* involved a very complex reorganization of an
25 asbestos mass torts case and the implementation of 11 U.S.C. §
26 524(g). It was a dispute of massive proportions and was
27 obviously quite critical to the outcome of the bankruptcy as a
28 whole.

1 In contrast, Debtors would not have been in bankruptcy at
2 all but for the tragic wildfires of 2015, 2017 and 2018, none of
3 which have anything to do with the present dispute. It is easy
4 to assume that had those fires not occurred, no bankruptcy court
5 would have been called upon to deal with the present dispute
6 with DWR.

7 The determination of whether the Agreement is an executory
8 contract that may be assumed, and if so under what circumstances
9 and leading to what consequences, is clearly a core matter for
10 determination unless the arbitration option is more appropriate.
11 The core question is not a dispositive factor, but one that
12 should be considered. *Thorpe* taught that “[i]n core proceedings,
13 by contrast, the bankruptcy court at least when it sees a
14 conflict with bankruptcy law, has discretion to deny enforcement
15 of an arbitration agreement.” *Thorpe* 671 F.3d at 1021 (citations
16 omitted).

17 The Ninth Circuit agreed with other circuit courts that
18 permit bankruptcy court discretion to decline enforcement or
19 otherwise applicable arbitration provisions “only if arbitration
20 would conflict the underlying purposes of the Bankruptcy Code.”
21 *Id.* (citations omitted). Had either party initiated arbitration
22 after DWR gave its notice of termination in 2018 but before the
23 bankruptcy, there is no doubt that such course would have to be
24 followed. Even if either party had sought to do so after
25 bankruptcy, but before consideration of the Plan, the same
26 result appears likely.

27 Regardless of what could have happened, Debtors chose to
28 reserve the disposition of this dispute as a post-Confirmation

1 matter as indicated above. While this court is not unmindful of
2 the tremendous complexity of the reorganization effort, and even
3 the complexities encountered apart from the wildfire problems,
4 Debtors still made an election of how best to proceed. They
5 could have excluded the Agreement from the list of matters to be
6 disposed of later but did not. Thus, the deferral of resolving
7 the issue through the plan mechanisms was a conscious choice.

8 *Thorpe* stated:

9 "Arbitration of a creditor's claim against a debtor, even
10 if conducted expeditiously, prevents the coordinated
11 resolution of debtor-creditor rights and can delay the
confirmation of a plan of reorganization."

12 *Id.* at 1023.

13 There was no delay in consideration of the Plan and its
14 subsequent confirmation and implementation. The court cannot
15 ignore that conscious choice of the Debtors to proceed under the
16 procedures and reservations they established and which DWR and
17 other governmental agencies responded by their reservation of
18 rights as noted.

19 Even though this issue is presented to the court nearly two
20 years after the Plan was confirmed, there is still a risk that
21 an outcome achieved via arbitration, at least on the issues of
22 whether the Agreement was to the reserved assumption provisions
23 of the Plan at all, and whether DWR could be required to pay
24 anything after it gave its notice of termination, would conflict
25 with those policies articulated by *Thorpe* and memorialized in
26 the Plan and the OCP.

27 Under the circumstances presented, and consistent with the
28 admonitions of *Thorpe*, the court prefers to exercise its

1 discretion and keep that dispute here. If the outcome is as DWR
2 hopes, the matter is over, subject only to the possibility of
3 appellate review. If the outcome favors Debtors, the question
4 of liquidation of the amount of damages to be paid by DWR may be
5 more appropriately determined through arbitration.

6 There are no material facts in dispute regarding whether
7 DWR should or should not be ordered to pay its share of the net
8 loss upon termination of the Agreement. DWR looks to Section
9 14.5 of the Agreement to insulate it from such a charge because
10 the other parties continued to operate under it. Debtors rely
11 on Section 14.7 to hold DWR responsible for its share for
12 termination in the future.

13 Collateral to that, and of relatively minor importance, is
14 whether Claim No. 78104 should be paid. So far Debtors have not
15 asserted any substantive objection to it, but maintain that if
16 they prevail on the termination issue that would represent
17 little more than a minor offset in DWR's favor.

18 It is now time to put this dispute to rest. Debtors have
19 until March 25, 2022, to file a memorandum, not to exceed twenty
20 pages and limited to this discrete issue described above, in
21 support of their position. DWR has until April 8, 2022, to file
22 a reply memorandum, not to exceed twenty pages and similarly
23 limited. After that the matter will stand submitted unless the
24 court decides to consider oral argument.

25 If the decision is that DWR prevails, then that should be
26 the end of it, subject only to Debtors paying Claim No. 78104.
27 If Debtors prevail on that discrete issue, the court will
28 revisit the question of the amount DWR's future liability upon

1 termination should be determined through arbitration or via a
2 damages trial in this court.

3 The court is concurrently issuing orders consistent with
4 this Memorandum Decision.

5 ****END OF MEMORANDUM DECISION****
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Signed and Filed: March 8, 2022

Dennis Montali

DENNIS MONTALI
U.S. Bankruptcy Judge

UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF CALIFORNIA

In re:) Bankruptcy Case
PG&E CORPORATION,) No. 19-30088-DM
) Chapter 11
- and -) Jointly Administered
PACIFIC GAS AND ELECTRIC COMPANY,)
Reorganized Debtors.)
☐ Affects PG&E Corporation)
☐ Affects Pacific Gas and)
Electric Company)
☒ Affects both Debtors)
* All papers shall be filed in)
the Lead Case, No. 19-30088 (DM).)

**ORDER GRANTING CALIFORNIA DEPARTMENT OF WATER RESOURCES' MOTION
FOR ORDER DETERMINING THAT THE CASTLE ROCK AGREEMENT WITH PG&E
CANNOT BE ASSUMED AND CLAIM NO. 78104 BE PAID**

For the reasons stated in the Memorandum Decision Regarding
Dispute Between Debtors and The California Department of Water
Resources being issued concurrently, California Department of
Water Resources' Motion for Order Determining that The Castle

1 *Rock Agreement with PG&E Cannot be Assumed and that The*
2 *Department of Water Resources' Claim No. 78104 be Paid (Dkt.*
3 *11887) is GRANTED.*

4 ****END OF ORDER****



Signed and Filed: March 8, 2022

Dennis Montali

DENNIS MONTALI
U.S. Bankruptcy Judge

UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF CALIFORNIA

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PG&E CORPORATION,) No. 19-30088-DM
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- and -) Chapter 11
) Jointly Administered
PACIFIC GAS AND ELECTRIC COMPANY,)
)
Reorganized Debtors.)
)
☐ Affects PG&E Corporation)
☐ Affects Pacific Gas and)
Electric Company)
☒ Affects both Debtors)
)
* All papers shall be filed in)
the Lead Case, No. 19-30088 (DM).)
)
)

**ORDER DENYING DEBTORS' MOTION FOR ENTRY OF AN ORDER MODIFYING
PLAN INJUNCTION AND COMPELLING ARBITRATION OF CLAIM OF
CALIFORNIA DEPARTMENT OF WATER RESOURCES**

For the reasons stated in the Memorandum Decision Regarding
Dispute Between Debtors and The California Department of Water
Resources being issued concurrently, the Motion of the
Reorganized Debtors for Entry of an Order Modifying Plan

*Injunction and Compelling Arbitration of Claim of California
Department of Water Resources (Dkt. 11896) is DENIED.*

****END OF ORDER****



Signed and Filed: March 21, 2022

Dennis Montali

DENNIS MONTALI
U.S. Bankruptcy Judge

UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF CALIFORNIA

In re:) Bankruptcy Case
PG&E CORPORATION,) No. 19-30088-DM
) Chapter 11
- and -) Jointly Administered
PACIFIC GAS AND ELECTRIC COMPANY,)
Reorganized Debtors.)
☐ Affects PG&E Corporation)
☐ Affects Pacific Gas and)
Electric Company)
☒ Affects both Debtors)
* All papers shall be filed in)
the Lead Case, No. 19-30088 (DM).)

ORDER DENYING MOTION TO INTERVENE BY CITY OF SANTA CLARA, DBA
SILICON VALLEY POWER AND NORTHERN CALIFORNIA POWER AGENCY

On March 15, 2022, interested parties City of Santa Clara, dba Silicon Valley Power ("SVP") and Northern California Power Agency ("NCPA") filed a *Notice of Appearance and Ex Parte Application for Order Authorizing City of Santa Clara, dba Silicon Valley Power and Northern California Power Agency to Intervene and File a Response to California Department of Water*

1 *Resources' Motion for Order Determining that the Castle Rock*
2 *Agreement Cannot Be Assumed and that the Department of Water*
3 *Resources Claim No. 78014 be Paid (the "Intervention Motion")*
4 *(Dkt. 12024)*. On March 17, 2022 the California Department of
5 Water Resources' ("DWR") filed an Opposition to the Intervention
6 Motion *(Dkt. 12035)*.

7 The Intervention Motion seeks to enter the fray of a
8 longstanding and nearly adjudicated dispute by filing a brief
9 according to the schedule set by the court's *Memorandum Decision*
10 *Regarding Dispute Between Debtors and the California Department*
11 *of Water Resources (Dkt. 11999)* (the "Memo"). The Memo detailed
12 the court's decision to grant DWR's *Motion for Order Determining*
13 *that the Castle Rock Agreement with PG&E Cannot be Assumed and*
14 *Claim No. 78104 be Paid ("DWR Motion") (Dkt. 11887)* and
15 subsequently set a further briefing schedule for DWR and
16 Debtors. SVP and NCPA were both served notice of the DWR Motion
17 when it was first filed on February 1, 2022. The Intervention
18 Motion makes clear that SVP and NCPA conferred with Debtors and
19 deliberately chose not to respond to the substance of the DWR
20 Motion in the belief that Debtors would prevail in their *Motion*
21 *of the Reorganized Debtors for Entry of an Order Modifying Plan*
22 *Injunction and Compelling Arbitration of Claim of California*
23 *Department of Water Resources (Dkt. 11896)*, which the court
24 denied.

25 In the related dispute between Debtors and DWR, DWR
26 acknowledged the existence of an agreement among it, SVP and
27 NCPA (but not Debtors) known as the Layoff Agreement.
28 Responding to the *Reorganized Debtors' Motion for Order*

1 *Modifying Plan Injunction and Compelling Arbitration* (Dkt.
2 11896), DWR stated:

3
4 Whether DWR effectively terminated its interest in
5 the Castle Rock Agreement is a separate issue that
6 can be determined without reference to the Layoff
7 Agreement. To the extent that NCPA and SVP believe
8 they may have any cognizable action against DWR,
9 they should pursue it in state court rather than
10 attempt to manipulate the bankruptcy court
11 proceeding to seek relief through the Executory
12 Contract and Cure Dispute and claims allowance
13 process. (Dkt. 11942 at 14).

14 In determining whether a motion to intervene is timely,
15 courts consider three factors: "(1) the stage of the
16 proceedings; (2) whether the parties would be prejudiced; and
17 (3) the reason for any delay in moving to intervene." *Nw. Forest*
18 *Res. Council v. Glickman*, 82 F.3d 825, 836 (9th Cir. 1996), as
19 amended on denial of reh'g (May 30, 1996). As noted above, SVP
20 and NCPA chose not to participate in the DWR Motion for the past
21 month and a half while DWR made clear its interest in
22 determining the merits of the DWR Motion as to the Debtors from
23 the beginning. They remained on the sideline, casting their
24 fate with the Reorganized Debtors. To allow them to have a
25 second chance now would not be fair to DWR.

26 The proceedings are nearly over, DWR would be prejudiced in
27 having previously defaulted parties enter the fray, and the
28 reason for the delay is entirely the choice of SVP and NCPA.
All three factors weigh in favor of denying the Intervention
Motion. Even without intervention, DWR, SVP, and NCPA will

1 still be able to determine remaining rights under the Layoff
2 Agreement in another forum.

3 Accordingly, the Intervention Motion is DENIED.

4 **END OF ORDER**
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COURT SERVICE LIST

ECF Recipients

April 22, 2022

EDWARD J. EMMONS, CLERK
U.S. BANKRUPTCY COURT
NORTHERN DISTRICT OF CALIFORNIA

Signed and Filed: April 22, 2022

DENNIS MONTALI
U.S. Bankruptcy Judge

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Attorneys for California Department of Water
Resources, by and through the State Water Project

UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION

In re:

PG&E CORPORATION

- and -

PACIFIC GAS AND ELECTRIC
COMPANY,

Reorganized Debtors.

Bankruptcy Case
No. 19-30088 (DM)

Chapter 11

(Lead Case)

(Jointly Administered)

**ORDER REGARDING DISPUTE
BETWEEN DEBTORS AND CALIFORNIA
DEPARTMENT OF WATER RESOURCES**

- | | |
|-------------------------------------|--|
| <input type="checkbox"/> | Affects PG&E Corporation |
| <input type="checkbox"/> | Affects Pacific Gas and Electric Company |
| <input checked="" type="checkbox"/> | Affects both Debtors |

Date: April 13, 2022
Time: 10:00 a.m.
Crm: 17
Judge: Dennis Montali

1 Before the Court is the California Department of Water Resources' Motion for Order
2 Determining that The Castle Rock Agreement with PG&E Cannot be Assumed and that The
3 Department of Water Resources' Claim No. 78104 be Paid (the "DWR Motion")¹ (Dkt. No. 11887)
4 and the Motion of the Reorganized Debtors for Entry of an Order Modifying Plan Injunction and
5 Compelling Arbitration of Claim of California Department of Water Resources (the "Debtors'
6 Motion") (Dkt. No. 11896) in the above captioned chapter 11 cases; and this Court having issued
7 its Memorandum Decision Regarding Dispute Between Debtors and the California Department of
8 Water Resources (Dkt. No. 11999) granting the DWR Motion and denying the Debtors' Motion by
9 orders at Docket Nos. 12000 and 12001, respectively, and setting a further briefing schedule; and
10 the Court having considered and denied the Notice of Appearance and Ex Parte Application for
11 Order Authorizing City of Santa Clara, dba Silicon Valley Power and Northern California Power
12 Agency to Intervene and File a Response to California Department of Water Resources' Motion
13 for Order Determining that The Castle Rock Agreement with PG&E Cannot be Assumed and that
14 The Department of Water Resources' Claim No. 78104 be Paid (Dkt. 12024 and 12054); and the
15 Court having considered the further briefing by the Debtors (Dkt. No. 12076) and DWR (Dkt. Nos.
16 12129 and 12129-1); and the Court having issued its Tentative Ruling Re Dispute Between Debtors
17 and the California Department of Water Resources ("Tentative Ruling") (Dkt. No. 12147); and the
18 Court having held hearings on March 2, 2022, and April 13, 2022, to consider the arguments and
19 objections of the parties; and this Court, for the reasons stated by this Court on the record at the
20 hearings, having determined that the ruling in the Court's Tentative Ruling should become the final
21 ruling, and after due deliberation and sufficient good cause appearing therefor,

22 IT IS HEREBY ORDERED THAT:

23 1. The issue of DWR's liability for removal costs under the Castle Rock Agreement
24 was properly before the Court based on the DWR Motion, the Debtors' Motion and the other
25 pleadings and argument made to the Court in these proceedings;

26 2. There are no material facts in dispute;

27
28 ¹ Capitalized terms used but not otherwise herein defined shall have the meanings ascribed to such
terms in the DWR Motion.

1 3. DWR's interpretation of the applicable sections of the Castle Rock Agreement is
2 correct;

3 4. DWR does not owe any estimated future removal costs or anything else to Debtors
4 and the remaining cotenants (City of Santa Clara dba Silicon Valley Power and Northern California
5 Power Agency) under the Castle Rock Agreement; and

6 5. There are no damages to be assessed, by this Court or by arbitration, under that
7 agreement.

8 IT IS HEREBY FURTHER ORDERED that, except as to the rulings made herein, the Court
9 is not making any ruling as to any dispute between DWR on the one hand, and the City of Santa
10 Clara dba Silicon Valley Power and Northern California Power Agency on the other, under the
11 Transmission Services Agreement between those parties, which issues shall be dealt with outside
12 this Court.

13 IT IS HEREBY FURTHER ORDERED that the Court retains jurisdiction to hear and
14 determine all matters arising from or related to the implementation, interpretation, or enforcement
15 of this Order. This Order shall be immediately effective and enforceable upon its entry.

16 **APPROVED AS TO FORM**

17 KELLER BENVENUTTI KIM LLP

18 
19 Jane Kim, Attorneys for Debtors
and Reorganized Debtors

20 **END OF ORDER**

KELLER BENVENUTTI KIM LLP

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Attorneys for Debtors and Reorganized Debtors

**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION**

In re:

PG&E CORPORATION,

- and -

**PACIFIC GAS AND ELECTRIC
COMPANY,**

Debtors.

- ☐ Affects PG&E Corporation
☐ Affects Pacific Gas and Electric Company
☒ Affects both Debtors

** All papers shall be filed in the Lead Case, No.
19-30088 (DM).*

Bankruptcy Case No. 19-30088 (DM)

Chapter 11

(Lead Case) (Jointly Administered)

**NOTICE OF APPEAL AND STATEMENT
OF ELECTION TO HAVE APPEAL HEARD
BY UNITED STATES DISTRICT COURT
FOR THE NORTHERN DISTRICT OF
CALIFORNIA**

**[Related to Dkt. Nos. 11999, 12000, 12001,
12054, 12207]**

1 NOTICE IS HEREBY GIVEN that PG&E Corporation (“**PG&E Corp.**”) and Pacific Gas and
2 Electric Company (the “**Utility**”), as debtors and reorganized debtors (collectively, the “**Debtors**,” or
3 as reorganized pursuant to the *Debtors’ and Shareholder Proponents’ Joint Chapter 11 Plan of*
4 *Reorganization Dated June 19, 2020*, the “**Reorganized Debtors**”) in the above-captioned chapter 11
5 cases (the “**Chapter 11 Cases**”), hereby appeal, pursuant to 28 U.S.C. § 158(a)(1), from the *Order*
6 *Regarding Dispute Between Debtors and California Department of Water Resources* [Dkt. No. 12207],
7 entered on April 22, 2022, a copy of which is attached hereto as **Exhibit A** (the “**Final Order**”), and
8 each of the following interlocutory orders and decisions (collectively with the Final Order, the
9 “**Orders**”):

- 10 • *Memorandum Decision Regarding Dispute Between Debtors and the California*
11 *Department of Water Resources* [Dkt. No. 11999], entered on March 8, 2022, a copy of
12 which is attached hereto as **Exhibit B**;
- 13 • *Order Granting California Department Of Water Resources’ Motion For Order*
14 *Determining That The Castle Rock Agreement With PG&E Cannot Be Assumed And*
15 *Claim No. 78104 Be Paid* [Dkt. No. 12000], entered on March 8, 2022, a copy of which
16 is attached hereto as **Exhibit C**;
- 17 • *Order Denying Motion of the Reorganized Debtors for Entry of an Order Modifying*
18 *Plan Injunction and Compelling Arbitration of Claim of California Department of*
19 *Water Resources* [Dkt. No. 12001], entered on March 8, 2022, a copy of which is
20 attached hereto as **Exhibit D**; and
- 21 • *Order Denying Motion to Intervene by City of Santa Clara, dba Silicon Valley Power*
22 *and Northern California Power Agency* [Dkt. No. 12054], entered on March 22, 2022, a
23 copy of which is attached hereto as **Exhibit E**.

24 Pursuant to 28 U.S.C. § 158(c)(1), the Reorganized Debtors elect to have the appeal heard by
25 the United States District Court for the Northern District of California rather than by the Bankruptcy
26 Appellate Panel for the Ninth Circuit.

27 The names of the parties to the Orders other than Reorganized Debtors, and the name, address,
28 and telephone number of their respective attorneys, are:

///

///

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///

///

Party	Counsel
California Department of Water Resources	<p>ROBERT BONTA Attorney General of California DANETTE VALDEZ, SBN 141780 ANNADEL ALMENDRAS, SBN 192064 Supervising Deputy Attorneys General 455 Golden Gate Avenue, Suite 11000 San Francisco, CA 94102-7004 Telephone: (415) 510-3367 Fax: (415) 703-5480 Danette.Valdez@doj.ca.gov Annadel.Almendras@doj.ca.gov</p> <p>PAUL J. PASCUZZI, SBN 148810 NICHOLAS L. KOHLMAYER, SBN 299087 FELDERSTEIN FITZGERALD WILLOUGHBY PASCUZZI & RIOS LLP 500 Capitol Mall, Suite 2250 Sacramento, CA 95814 Telephone: (916) 329-7400 Fax: (916) 329-7435 ppascuzzi@ffwplaw.com nkohlmeyer@ffwplaw.com</p>
City of Santa Clara dba Silicon Valley Power	<p>Robert D. Swanson (SBN 162816) Thomas G. Mouzes (SBN 99446) Ian K. McGlone (SBN 315201) BOUTIN JONES INC. 555 Capitol Mall, Suite 1500 Sacramento, CA 95814 Telephone: (916) 321-4444 rswanson@boutinjones.com imcglone@boutinjones.com</p> <p>Lisa S. Gast DUNCAN, WEINBERG, GENZER & PEMBROKE, P.C. 1667 K Street NW, Suite 700 Washington, DC 20006 Telephone: (202) 791-3601 Email: lsg@dwgp.com</p>

Party	Counsel
Northern California Power Agency	<p>Robert D. Swanson (SBN 162816) Thomas G. Mouzes (SBN 99446) Ian K. McGlone (SBN 315201) BOUTIN JONES INC. 555 Capitol Mall, Suite 1500 Sacramento, CA 95814 Telephone: (916) 321-4444 rswanson@boutinjones.com imcglone@boutinjones.com</p> <p>Jane Luckhardt (SBN 141919) General Counsel NORTHERN CALIFORNIA POWER AGENCY 651 Commerce Drive Roseville, CA 95678-6411 Telephone: (916) 781-3636 Email: Jane.Luckhardt@ncpa.com</p>

Dated: May 5, 2022

**KELLER BENVENUTTI KIM LLP
WEIL, GOTSHAL & MANGES LLP**

By: /s/ Jane Kim
Jane Kim

Attorneys for Debtors and Reorganized Debtors

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EXHIBIT A
(Final Order)



Signed and Filed: April 22, 2022

DENNIS MONTALI
U.S. Bankruptcy Judge

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Attorneys for California Department of Water
Resources, by and through the State Water Project

UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION

In re:
PG&E CORPORATION
- and -
PACIFIC GAS AND ELECTRIC
COMPANY,
Reorganized Debtors.

Bankruptcy Case
No. 19-30088 (DM)
Chapter 11
(Lead Case)
(Jointly Administered)

**ORDER REGARDING DISPUTE
BETWEEN DEBTORS AND CALIFORNIA
DEPARTMENT OF WATER RESOURCES**

- | | |
|-------------------------------------|--|
| <input type="checkbox"/> | Affects PG&E Corporation |
| <input type="checkbox"/> | Affects Pacific Gas and Electric Company |
| <input checked="" type="checkbox"/> | Affects both Debtors |

Date: April 13, 2022
Time: 10:00 a.m.
Crm: 17
Judge: Dennis Montali

1 Before the Court is the California Department of Water Resources' Motion for Order
2 Determining that The Castle Rock Agreement with PG&E Cannot be Assumed and that The
3 Department of Water Resources' Claim No. 78104 be Paid (the "DWR Motion")¹ (Dkt. No. 11887)
4 and the Motion of the Reorganized Debtors for Entry of an Order Modifying Plan Injunction and
5 Compelling Arbitration of Claim of California Department of Water Resources (the "Debtors'
6 Motion") (Dkt. No. 11896) in the above captioned chapter 11 cases; and this Court having issued
7 its Memorandum Decision Regarding Dispute Between Debtors and the California Department of
8 Water Resources (Dkt. No. 11999) granting the DWR Motion and denying the Debtors' Motion by
9 orders at Docket Nos. 12000 and 12001, respectively, and setting a further briefing schedule; and
10 the Court having considered and denied the Notice of Appearance and Ex Parte Application for
11 Order Authorizing City of Santa Clara, dba Silicon Valley Power and Northern California Power
12 Agency to Intervene and File a Response to California Department of Water Resources' Motion
13 for Order Determining that The Castle Rock Agreement with PG&E Cannot be Assumed and that
14 The Department of Water Resources' Claim No. 78104 be Paid (Dkt. 12024 and 12054); and the
15 Court having considered the further briefing by the Debtors (Dkt. No. 12076) and DWR (Dkt. Nos.
16 12129 and 12129-1); and the Court having issued its Tentative Ruling Re Dispute Between Debtors
17 and the California Department of Water Resources ("Tentative Ruling") (Dkt. No. 12147); and the
18 Court having held hearings on March 2, 2022, and April 13, 2022, to consider the arguments and
19 objections of the parties; and this Court, for the reasons stated by this Court on the record at the
20 hearings, having determined that the ruling in the Court's Tentative Ruling should become the final
21 ruling, and after due deliberation and sufficient good cause appearing therefor,

22 IT IS HEREBY ORDERED THAT:

- 23 1. The issue of DWR's liability for removal costs under the Castle Rock Agreement
24 was properly before the Court based on the DWR Motion, the Debtors' Motion and the other
25 pleadings and argument made to the Court in these proceedings;
- 26 2. There are no material facts in dispute;

27
28 ¹ Capitalized terms used but not otherwise herein defined shall have the meanings ascribed to such
terms in the DWR Motion.

1 3. DWR's interpretation of the applicable sections of the Castle Rock Agreement is
2 correct;

3 4. DWR does not owe any estimated future removal costs or anything else to Debtors
4 and the remaining cotenants (City of Santa Clara dba Silicon Valley Power and Northern California
5 Power Agency) under the Castle Rock Agreement; and

6 5. There are no damages to be assessed, by this Court or by arbitration, under that
7 agreement.

8 IT IS HEREBY FURTHER ORDERED that, except as to the rulings made herein, the Court
9 is not making any ruling as to any dispute between DWR on the one hand, and the City of Santa
10 Clara dba Silicon Valley Power and Northern California Power Agency on the other, under the
11 Transmission Services Agreement between those parties, which issues shall be dealt with outside
12 this Court.

13 IT IS HEREBY FURTHER ORDERED that the Court retains jurisdiction to hear and
14 determine all matters arising from or related to the implementation, interpretation, or enforcement
15 of this Order. This Order shall be immediately effective and enforceable upon its entry.

16 **APPROVED AS TO FORM**

17 KELLER BENVENUTTI KIM LLP

18 
19 Jane Kim, Attorneys for Debtors
and Reorganized Debtors

20 **END OF ORDER**

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EXHIBIT B
(Memorandum Decision dated March 8, 2022)



Signed and Filed: March 8, 2022

Dennis Montali

DENNIS MONTALI
U.S. Bankruptcy Judge

UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF CALIFORNIA

In re:) Bankruptcy Case
PG&E CORPORATION,) No. 19-30088-DM
) Chapter 11
- and -) Jointly Administered
PACIFIC GAS AND ELECTRIC COMPANY,)
Reorganized Debtors.)
☐ Affects PG&E Corporation)
☐ Affects Pacific Gas and)
Electric Company)
☒ Affects both Debtors)
* All papers shall be filed in)
the Lead Case, No. 19-30088 (DM).)

**MEMORANDUM DECISION REGARDING DISPUTE BETWEEN DEBTORS AND THE
CALIFORNIA DEPARTMENT OF WATER RESOURCES**

On March 2, 2022, the court heard oral argument regarding California Department of Water Resources' Motion for Order Determining that The Castle Rock Agreement with PG&E Cannot be Assumed and that The Department of Water Resources' Claim No. 78104 be Paid (the "DWR Motion") (Dkt. 11887) and the Motion of

1 the Reorganized Debtors for Entry of an Order Modifying Plan
2 Injunction and Compelling Arbitration of Claim of California
3 Department of Water Resources (the "Debtors' Motion") (Dkt.
4 11896), together with the accompanying memoranda, declarations
5 and other filings.

6 Having considered the matters fully, the court concludes
7 that the DWR Motion should be GRANTED and the Debtors' Motion
8 should be DENIED.

9 Long before these bankruptcy cases were filed, the dispute
10 between these opposing parties was identified and framed, and
11 either side could have initiated the arbitration procedures of
12 the 1984 Cotenancy Agreement ("Agreement"). Neither did. Even
13 after the petitions were filed on January 29, 2019, that
14 procedure was available, either by DWR, perhaps after first
15 seeking relief from stay, or by Debtors. Again, neither pursued
16 that procedure.

17 All that changed when the Debtors' Plan of Reorganization
18 (the "Plan") was negotiated, filed, considered and confirmed.
19 As pointed out by DWR, specific provisions were inserted into
20 the Plan and the Order Confirming the Plan (the "OCP") to deal
21 with and reserve for later resolution very numerous open issues
22 relating to executory contracts between Debtors and many
23 governmental agencies, including DWR.

24 Among the most relevant of them are:

25 34. Determination of Cure Disputes.

26 a. Pursuant to Section 8.2(c) of the Plan, **in the event**
27 **of an unresolved dispute regarding** (i) any Cure Amount,
28 (ii) the ability of the Reorganized Debtors or any
assignee to provide "adequate assurance of future
performance" (within the meaning of section 365 of the

1 Bankruptcy Code) under the executory contract or
2 unexpired lease to be assumed, or **(iii) any other matter**
3 **pertaining to assumption, assumption and assignment, or**
4 **the Cure Amounts required by section 365(b)(1) of the**
5 **Bankruptcy Code (each, a "Cure Dispute"), such Cure**
6 **Dispute shall be resolved by a Final Order of the Court,**
7 which may be entered after the Effective Date. (emphasis
8 added).

67. Governmental Performance Obligations.

6 d. Notwithstanding anything in this Confirmation Order,
7 the Plan, or the Plan Documents, the listing of a matter
8 as an "executory contract" or an "unexpired lease" in
9 the Debtors' schedules or Plan Documents (a "Potentially
10 Assumed Contract/Lease") is without prejudice to any
11 contention by any Governmental Unit that the matter is
12 not in fact an executory contract or unexpired lease as
13 set forth in section 365 of the Bankruptcy Code. With
14 respect to any Cure Amount for a Potentially Assumed
15 Contract/Lease for which the United States or any
16 department, agency, or instrumentality of the State of
17 California (collectively, the "Governmental Parties") is
18 listed as the Non-Debtor Counterparty, all parties
19 reserve all rights to dispute such Cure Amount. **If any**
20 **Governmental Party disputes (i) that any Potentially**
21 **Assumed Contract/Lease is in fact an executory contract**
22 **or unexpired lease** or (ii) any Cure Amount, such
23 Governmental Party shall have no later than ninety (90)
24 days after the Confirmation Date (or such later date as
25 may be mutually agreed upon between the applicable
26 Governmental Party and the Debtors or Reorganized
27 Debtors) to file and serve an objection setting forth
28 such dispute, and **any such dispute shall be resolved by**
the Bankruptcy Court. (Emphasis added).

21 DWR is adamant that after it gave its notice of termination
22 of its participation in the Agreement on June 30, 2018,
23 effective one year later, there was nothing left for it to do or
24 for Debtors to assume. All that remains is for Debtors to pay a
25 refund of \$101,026.75, now reflected in Proof of Claim No. 78104
26 that is presumptively allowed and has not been the subject of an
27 objection.

1 Debtors take a contrary view, reflected as early as when
2 the court was considering confirmation of the Plan. Debtors
3 filed their *Schedule of Executory Contracts and Unexpired Leases*
4 *to be Assumed Pursuant to the Plan and Proposed Cure Amounts*
5 attached to the Plan Supplement as Exhibit B ("Cure Notice")
6 (Dkt. 7037).

7 That lengthy schedule included the Agreement. Thus, even
8 to the present date, Debtors maintain that the Agreement was
9 subject to assumption because it was not rejected, and the
10 resolution of the remaining dispute that is the subject of the
11 present motions is part and parcel of the entire bundle of
12 rights and obligations of the parties that must be resolved
13 through arbitration.

14 Given the very specific attention given to matters that
15 plainly include the present dispute, the court is satisfied that
16 the Plan and the OCP reserving jurisdiction in this court to
17 resolve them prevail over those relied on by Debtors to require
18 the court to order arbitration.

19 In *In re Thorpe Insulation Co.*, 671 F.3d 1011 (9th Cir.
20 2012), the court established the principles that guide
21 bankruptcy courts in dealing with arbitration provisions versus
22 bankruptcy alternatives. Those principles convince this court
23 to exercise its discretion not to order arbitration at present.

24 *Thorpe* involved a very complex reorganization of an
25 asbestos mass torts case and the implementation of 11 U.S.C. §
26 524(g). It was a dispute of massive proportions and was
27 obviously quite critical to the outcome of the bankruptcy as a
28 whole.

1 In contrast, Debtors would not have been in bankruptcy at
2 all but for the tragic wildfires of 2015, 2017 and 2018, none of
3 which have anything to do with the present dispute. It is easy
4 to assume that had those fires not occurred, no bankruptcy court
5 would have been called upon to deal with the present dispute
6 with DWR.

7 The determination of whether the Agreement is an executory
8 contract that may be assumed, and if so under what circumstances
9 and leading to what consequences, is clearly a core matter for
10 determination unless the arbitration option is more appropriate.
11 The core question is not a dispositive factor, but one that
12 should be considered. *Thorpe* taught that “[i]n core proceedings,
13 by contrast, the bankruptcy court at least when it sees a
14 conflict with bankruptcy law, has discretion to deny enforcement
15 of an arbitration agreement.” *Thorpe* 671 F.3d at 1021 (citations
16 omitted).

17 The Ninth Circuit agreed with other circuit courts that
18 permit bankruptcy court discretion to decline enforcement or
19 otherwise applicable arbitration provisions “only if arbitration
20 would conflict the underlying purposes of the Bankruptcy Code.”
21 *Id.* (citations omitted). Had either party initiated arbitration
22 after DWR gave its notice of termination in 2018 but before the
23 bankruptcy, there is no doubt that such course would have to be
24 followed. Even if either party had sought to do so after
25 bankruptcy, but before consideration of the Plan, the same
26 result appears likely.

27 Regardless of what could have happened, Debtors chose to
28 reserve the disposition of this dispute as a post-Confirmation

1 matter as indicated above. While this court is not unmindful of
2 the tremendous complexity of the reorganization effort, and even
3 the complexities encountered apart from the wildfire problems,
4 Debtors still made an election of how best to proceed. They
5 could have excluded the Agreement from the list of matters to be
6 disposed of later but did not. Thus, the deferral of resolving
7 the issue through the plan mechanisms was a conscious choice.

8 *Thorpe* stated:

9 "Arbitration of a creditor's claim against a debtor, even
10 if conducted expeditiously, prevents the coordinated
11 resolution of debtor-creditor rights and can delay the
confirmation of a plan of reorganization."

12 *Id.* at 1023.

13 There was no delay in consideration of the Plan and its
14 subsequent confirmation and implementation. The court cannot
15 ignore that conscious choice of the Debtors to proceed under the
16 procedures and reservations they established and which DWR and
17 other governmental agencies responded by their reservation of
18 rights as noted.

19 Even though this issue is presented to the court nearly two
20 years after the Plan was confirmed, there is still a risk that
21 an outcome achieved via arbitration, at least on the issues of
22 whether the Agreement was to the reserved assumption provisions
23 of the Plan at all, and whether DWR could be required to pay
24 anything after it gave its notice of termination, would conflict
25 with those policies articulated by *Thorpe* and memorialized in
26 the Plan and the OCP.

27 Under the circumstances presented, and consistent with the
28 admonitions of *Thorpe*, the court prefers to exercise its

1 discretion and keep that dispute here. If the outcome is as DWR
2 hopes, the matter is over, subject only to the possibility of
3 appellate review. If the outcome favors Debtors, the question
4 of liquidation of the amount of damages to be paid by DWR may be
5 more appropriately determined through arbitration.

6 There are no material facts in dispute regarding whether
7 DWR should or should not be ordered to pay its share of the net
8 loss upon termination of the Agreement. DWR looks to Section
9 14.5 of the Agreement to insulate it from such a charge because
10 the other parties continued to operate under it. Debtors rely
11 on Section 14.7 to hold DWR responsible for its share for
12 termination in the future.

13 Collateral to that, and of relatively minor importance, is
14 whether Claim No. 78104 should be paid. So far Debtors have not
15 asserted any substantive objection to it, but maintain that if
16 they prevail on the termination issue that would represent
17 little more than a minor offset in DWR's favor.

18 It is now time to put this dispute to rest. Debtors have
19 until March 25, 2022, to file a memorandum, not to exceed twenty
20 pages and limited to this discrete issue described above, in
21 support of their position. DWR has until April 8, 2022, to file
22 a reply memorandum, not to exceed twenty pages and similarly
23 limited. After that the matter will stand submitted unless the
24 court decides to consider oral argument.

25 If the decision is that DWR prevails, then that should be
26 the end of it, subject only to Debtors paying Claim No. 78104.
27 If Debtors prevail on that discrete issue, the court will
28 revisit the question of the amount DWR's future liability upon

1 termination should be determined through arbitration or via a
2 damages trial in this court.

3 The court is concurrently issuing orders consistent with
4 this Memorandum Decision.

5 ****END OF MEMORANDUM DECISION****
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EXHIBIT C
(Order Granting CDWR Motion Dated March 8, 2022)



Signed and Filed: March 8, 2022

Dennis Montali

DENNIS MONTALI
U.S. Bankruptcy Judge

UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF CALIFORNIA

In re:) Bankruptcy Case
PG&E CORPORATION,) No. 19-30088-DM
) Chapter 11
- and -) Jointly Administered
PACIFIC GAS AND ELECTRIC COMPANY,)
Reorganized Debtors.)
☐ Affects PG&E Corporation)
☐ Affects Pacific Gas and)
Electric Company)
☒ Affects both Debtors)
* All papers shall be filed in)
the Lead Case, No. 19-30088 (DM).)

**ORDER GRANTING CALIFORNIA DEPARTMENT OF WATER RESOURCES' MOTION
FOR ORDER DETERMINING THAT THE CASTLE ROCK AGREEMENT WITH PG&E
CANNOT BE ASSUMED AND CLAIM NO. 78104 BE PAID**

For the reasons stated in the Memorandum Decision Regarding
Dispute Between Debtors and The California Department of Water
Resources being issued concurrently, *California Department of
Water Resources' Motion for Order Determining that The Castle*

1 *Rock Agreement with PG&E Cannot be Assumed and that The*
2 *Department of Water Resources' Claim No. 78104 be Paid (Dkt.*
3 *11887) is GRANTED.*

4 ****END OF ORDER****

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EXHIBIT D
(Order Denying PG&E Motion Dated March 8, 2022)



Signed and Filed: March 8, 2022

Dennis Montali

DENNIS MONTALI
U.S. Bankruptcy Judge

UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF CALIFORNIA

In re:) Bankruptcy Case
PG&E CORPORATION,) No. 19-30088-DM
) Chapter 11
- and -) Jointly Administered
PACIFIC GAS AND ELECTRIC COMPANY,)
Reorganized Debtors.)
☐ Affects PG&E Corporation)
☐ Affects Pacific Gas and)
Electric Company)
☒ Affects both Debtors)
* All papers shall be filed in)
the Lead Case, No. 19-30088 (DM).)

**ORDER DENYING DEBTORS' MOTION FOR ENTRY OF AN ORDER MODIFYING
PLAN INJUNCTION AND COMPELLING ARBITRATION OF CLAIM OF
CALIFORNIA DEPARTMENT OF WATER RESOURCES**

For the reasons stated in the Memorandum Decision Regarding
Dispute Between Debtors and The California Department of Water
Resources being issued concurrently, the Motion of the
Reorganized Debtors for Entry of an Order Modifying Plan

*Injunction and Compelling Arbitration of Claim of California
Department of Water Resources (Dkt. 11896) is DENIED.*

****END OF ORDER****

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EXHIBIT E
(Order Denying Motion to Intervene Entered March 22, 2022)



Signed and Filed: March 21, 2022

Dennis Montali

DENNIS MONTALI
U.S. Bankruptcy Judge

UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF CALIFORNIA

In re:) Bankruptcy Case
PG&E CORPORATION,) No. 19-30088-DM
) Chapter 11
- and -) Jointly Administered
PACIFIC GAS AND ELECTRIC COMPANY,)
Reorganized Debtors.)
☐ Affects PG&E Corporation)
☐ Affects Pacific Gas and)
Electric Company)
☒ Affects both Debtors)
* All papers shall be filed in)
the Lead Case, No. 19-30088 (DM).)

ORDER DENYING MOTION TO INTERVENE BY CITY OF SANTA CLARA, DBA
SILICON VALLEY POWER AND NORTHERN CALIFORNIA POWER AGENCY

On March 15, 2022, interested parties City of Santa Clara, dba Silicon Valley Power ("SVP") and Northern California Power Agency ("NCPA") filed a *Notice of Appearance and Ex Parte Application for Order Authorizing City of Santa Clara, dba Silicon Valley Power and Northern California Power Agency to Intervene and File a Response to California Department of Water*

1 *Resources' Motion for Order Determining that the Castle Rock*
2 *Agreement Cannot Be Assumed and that the Department of Water*
3 *Resources Claim No. 78014 be Paid* (the "Intervention Motion")
4 (Dkt. 12024). On March 17, 2022 the California Department of
5 Water Resources' ("DWR") filed an Opposition to the Intervention
6 Motion (Dkt. 12035).

7 The Intervention Motion seeks to enter the fray of a
8 longstanding and nearly adjudicated dispute by filing a brief
9 according to the schedule set by the court's *Memorandum Decision*
10 *Regarding Dispute Between Debtors and the California Department*
11 *of Water Resources* (Dkt. 11999) (the "Memo"). The Memo detailed
12 the court's decision to grant DWR's *Motion for Order Determining*
13 *that the Castle Rock Agreement with PG&E Cannot be Assumed and*
14 *Claim No. 78104 be Paid* ("DWR Motion") (Dkt. 11887) and
15 subsequently set a further briefing schedule for DWR and
16 Debtors. SVP and NCPA were both served notice of the DWR Motion
17 when it was first filed on February 1, 2022. The Intervention
18 Motion makes clear that SVP and NCPA conferred with Debtors and
19 deliberately chose not to respond to the substance of the DWR
20 Motion in the belief that Debtors would prevail in their *Motion*
21 *of the Reorganized Debtors for Entry of an Order Modifying Plan*
22 *Injunction and Compelling Arbitration of Claim of California*
23 *Department of Water Resources* (Dkt. 11896), which the court
24 denied.

25 In the related dispute between Debtors and DWR, DWR
26 acknowledged the existence of an agreement among it, SVP and
27 NCPA (but not Debtors) known as the Layoff Agreement.
28 Responding to the *Reorganized Debtors' Motion for Order*

1 *Modifying Plan Injunction and Compelling Arbitration* (Dkt.
2 11896), DWR stated:

3
4 Whether DWR effectively terminated its interest in
5 the Castle Rock Agreement is a separate issue that
6 can be determined without reference to the Layoff
7 Agreement. To the extent that NCPA and SVP believe
8 they may have any cognizable action against DWR,
9 they should pursue it in state court rather than
10 attempt to manipulate the bankruptcy court
11 proceeding to seek relief through the Executory
12 Contract and Cure Dispute and claims allowance
13 process. (Dkt. 11942 at 14).

14 In determining whether a motion to intervene is timely,
15 courts consider three factors: "(1) the stage of the
16 proceedings; (2) whether the parties would be prejudiced; and
17 (3) the reason for any delay in moving to intervene." *Nw. Forest*
18 *Res. Council v. Glickman*, 82 F.3d 825, 836 (9th Cir. 1996), as
19 amended on denial of reh'g (May 30, 1996). As noted above, SVP
20 and NCPA chose not to participate in the DWR Motion for the past
21 month and a half while DWR made clear its interest in
22 determining the merits of the DWR Motion as to the Debtors from
23 the beginning. They remained on the sideline, casting their
24 fate with the Reorganized Debtors. To allow them to have a
25 second chance now would not be fair to DWR.

26 The proceedings are nearly over, DWR would be prejudiced in
27 having previously defaulted parties enter the fray, and the
28 reason for the delay is entirely the choice of SVP and NCPA.
All three factors weigh in favor of denying the Intervention
Motion. Even without intervention, DWR, SVP, and NCPA will

1 still be able to determine remaining rights under the Layoff
2 Agreement in another forum.

3 Accordingly, the Intervention Motion is DENIED.

4 **END OF ORDER**
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COURT SERVICE LIST

ECF Recipients

UNITED STATES BANKRUPTCY COURT

NORTHERN DISTRICT OF CALIFORNIA

In Re: PG& E Corporation
and Pacific Gas and Electric Company

Bankruptcy Case No. 19-30088-DM
Chapter 11

COURT CERTIFICATE OF MAILING

I, the undersigned, a regularly appointed clerk of the United States Bankruptcy Court for the Northern District of California, served a copy of the foregoing document(s):

Notice of Appeal and Statement of Election- by Creditor City of Santa Clara dba Silicon Valley Power, Northern California Power Agency - Dkt. #12311

Memorandum Decision Regarding Dispute Between Debtors and the California Department of Water Resources- Dkt. #11999

Order Granting California Department of Water Resources' Motion For Order Determining That The Castle Rock Agreement With PG&E Cannot Be Assumed And Claim No. 78104 Be Paid- Dkt. #12000

Order Denying Debtors' Motion For Entry Of An Order Modifying Plan Injunction And Compelling Arbitration Of Claim Of California Department Of Water Resources- Dkt. #12001

Order Denying Motion to Intervene by City of Santa Clara, DBA Silicon Valley Power and Northern California Power Agency- Dkt. #12054

Order Regarding Dispute Between Debtors and California Department of Water Resources- Dkt. #12207

That I, in the performance of my duties as such Clerk, served a copy of the foregoing document(s) on the date shown below:

Office of the U.S. Trustee / SF

Phillip J. Burton Federal Building
450 Golden Gate Ave. 5th Fl., #05-0153
San Francisco, CA 94102

Boutin Jones Inc.
Thomas G. Mouzes
Robert D. Swanson
Ian K. McGlone
555 Capitol Mall, Suite 1500
Sacramento, CA 95814

-and-

Duncan, Weinberg, Genzer and Pembroke, P.C.
Lisa S. Gast
1667 K Street NW, Suite 700
Washington, DC 20006

for City of Santa Clara, dba
Silicon Valley Power and
Northern California Power Agency

Robert Bonta
Attorney General of California
Danette Valdez
Annadel Almendras
Supervising Deputy Attorneys General
455 Golden Gate Ave., Suite 11000
San Francisco, CA 94102-7004

for California Department of Water Resources

-and-

FELDERSTEIN, FITZGERALD, WILLOUGHBY, PASCUZZI and RIOS, LLP
Paul J. Pascuzzi
Nicholas L. Kohlmeyer
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Robert D. Swanson
Ian K. McGlone
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Sacramento, CA 95814

for Northern California Power Agency

-and-

Jane Luckhardt
General Counsel
NORTHERN CALIFORNIA POWER AGENCY
651 Commerce Dr.
Roseville, CA 95678-6411

Keller & Benvenuti LLP
David A. Taylor
Jane Kim
Thomas B. Rupp
650 California St., #1900
San Francisco, CA 94108

-and-

Weil, Gotshal & Manges LLP
Richard W. Slack
Theodore E. Tsekerides
Jessica Liou
Matthew Goren
767 Fifth Ave.
New York, NY 10153-0119

for PG& E Corporation and
Pacific Gas & Electric Company

Date: May 6, 2022

Da'Wana L. Chambers
Deputy Clerk

1 UNITED STATES BANKRUPTCY COURT
2 NORTHERN DISTRICT OF CALIFORNIA
3 SAN FRANCISCO DIVISION
4

5 In re:	Bankruptcy Case
6 PG&E CORPORATION,	No. 19-30088 (DM)
7 - and -	
8 PACIFIC GAS AND ELECTRIC	Chapter 11
9 COMPANY,	(Lead Case)
10 Reorganized Debtors.	(Jointly Administered)

11
12 **CERTIFICATE OF SERVICE**

13 I, Alain B. Francoeur, do declare and state as follows:

14 1. I am employed by Kroll Restructuring Administration LLC (“*Kroll*”)¹, the claims and
15 noticing agent for the Reorganized Debtors in the above-referenced chapter 11 bankruptcy cases.

16 2. On May 5, 2022, at my direction and under my supervision, employees of Kroll
17 caused the following document to be served by the method set forth on (1) the Master Service List
18 attached hereto as **Exhibit A**; and (2) the Movants and Claimants Service List attached hereto as

19 **Exhibit B**:

- 20 • Notice of Appeal and Statement of Election to Have Appeal Heard by United States District
21 Court for the Northern District of California [Docket No. 12311]

22 3. I have reviewed the Notices of Electronic Filing for the above-listed document, and I
23 understand that parties listed in each NEF as having received notice through electronic mail were
24 electronically served with that document through the Court’s Electronic Case Filing system.

25 4. I declare under penalty of perjury under the laws of the United States of America, that
26 the foregoing is true and correct and that if called upon as a witness, I could and would competently
27 testify thereto.

28
¹ On March 29, 2022, Prime Clerk LLC changed its name to Kroll Restructuring Administration LLC.

1 Executed this 10th day of May 2022, at New York, NY.

2 */s/ Alain B. Francoeur*

3 Alain B. Francoeur

Exhibit A

Exhibit A
Master Service List
Served as set forth below

DESCRIPTION	NAME	ADDRESS	EMAIL	METHOD OF SERVICE
Counsel to ADVENTIST HEALTHSYSTEM/WEST, a California non-profit religious corporation	Adventist Health System/West	ATTN: ROBERT L. LAYTON ONE Adventist Health Way Roseville CA 95661	laytonrl@ah.org	Email
Counsel to TRANSWESTERN PIPELINE COMPANY, LLC	Akerman LLP	Attn: YELENA ARCHIYAN 2001 Ross Avenue, Suite 3600 Dallas TX 75201		First Class Mail
Counsel to the Ad Hoc Committee of Senior Unsecured Noteholders of Pacific Gas and Electric Company	Akin Gump Strauss Hauer & Feld LLP	Attn: Michael S. Stamer, Ira S. Dizengoff, David H. Botter One Bryant Park New York NY 10036	mstamer@akingump.com idizengoff@akingump.com dbotter@akingump.com	Email
Counsel for BOKF, NA, solely in its capacity as Indenture Trustee	Arent Fox LLP	Attn: Andrew I. Silfen, Beth M. Brownstein 1301 Avenue of the Americas 42nd Floor New York NY 10019	Beth.Brownstein@arentfox.com	Email
Counsel for Genesys Telecommunications Laboratories Inc.	Arent Fox LLP	Attn: Andy S. Kong and Christopher K.S. Wong 555 West Fifth Street 48th Floor Los Angeles CA 90013-1065	andy.kong@arentfox.com	Email
Counsel for BOKF, NA, solely in its capacity as Indenture Trustee	Arent Fox LLP	Attn: Aram Ordubegian 555 West Fifth Street 48th Floor Los Angeles CA 90013-1065	Aram.Ordubegian@arentfox.com	Email
Counsel for AT&T	Arnold & Porter Kaye Scholer LLP	Attn: Brian Lohan, Esq. 250 West 55th Street New York NY 10019	brian.lohan@arnoldporter.com	Email
Counsel for AT&T	AT&T	Attn: James W. Grudus, Esq. One AT&T Way, Room 3A115 Bedminster NJ 07921	Jg5786@att.com	Email
Counsel for the City of Santa Cruz	Atchison, Barisone & Condotti	Attn: Alexander Geise PO Box 481 Santa Cruz CA 95061	ageise@abc-law.com	Email
Counsel to California State Agencies	Attorney General of California	Attn: XAVIER BECERRA, DANETTE VALDEZ, and ANNADEL ALMENDRAS 455 Golden Gate Avenue Suite 11000 San Francisco CA 94102-7004	Danette.Valdez@doj.ca.gov	Email
Counsel to California State Agencies	Attorney General of California	Attn: XAVIER BECERRA, MARGARITA PADILLA, and JAMES POTTER 1515 Clay Street, 20th Floor P.O. Box 70550 Oakland CA 94612-0550	James.Potter@doj.ca.gov	Email

Exhibit A
Master Service List
Served as set forth below

DESCRIPTION	NAME	ADDRESS	EMAIL	METHOD OF SERVICE
Counsel to California State Agencies	Attorney General of California	Attn: XAVIER BECERRA, MARGARITA PADILLA, and JAMES POTTER 300 South Spring Street Suite 1702 Los Angeles CA 90013	James.Potter@doj.ca.gov	Email
Special Bankruptcy Counsel for Certain Fire Damage Plaintiffs Claimants	Bailey And Romero Law Firm	Attn: MARTHA E. ROMERO 12518 Beverly Boulevard Whittier CA 90601	marthaeromerolaw@gmail.com	Email
Counsel for Black & Veatch Construction, Inc.	Baker Botts L.L.P.	Attn: Jonathan Shapiro 101 California Street, Suite 3600 San Francisco CA 94111	jonathan.shapiro@bakerbotts.com	Email
Counsel for Phillips and Jordan	Baker, Donelson, Bearman, Caldwell & Berkowitz, Pc	Attn: John H. Rowland 211 Commerce Street Suite 800 Nashville TN 37201	jrowland@bakerdonelson.com	Email
URENCO Limited and Louisiana Energy Services, LLC	Ballard Spahr LLP	Attn: Matthew G. Summers 919 North Market Street 11th Floor Wilmington DE 19801	summersm@ballardspahr.com	Email
Counsel to Campos EPC, LLC	Ballard Spahr LLP	Attn: Theodore J. Hartl, Esq. 1225 17th Street Suite 2300 Denver CO 80202	hartlt@ballardspahr.com	Email
Counsel for Bank of America, N.A.	Bank of America	Attn: John McCusker Mail Code: NY1-100-21-01 One Bryant Park New York NY 10036		First Class Mail
Counsel for Public Entities Impacted by the Wildfires	Baron & Budd, P.C.	Attn: Scott Summy, John Fiske 3102 Oak Lawn Avenue #1100 Dallas TX 75219	ssummy@baronbudd.com jfiske@baronbudd.com	Email
Counsel to Majesti Mai Bagorio, et al., creditors and plaintiffs in Bagorio, et al. v. PG&E Corporation, et al., case number CNC-19-554581	Baum Hedlund Aristei & Goldman, PC	Attn: Ronald L.M. Goldman, Diane Marger Moore 10940 Wilshire Boulevard, 17th Floor Los Angeles CA 90024	rgoldman@baumhedlundlaw.com	Email
Counsel for Infosys Limited, Counsel for ACRT, Inc.	Benesch, Friedlander, Coplan & Aronoff LLP	Attn: Kevin M. Capuzzi, Michael J. Barrie 222 Delaware Avenue Suite 801 Wilmington DE 19801	kcapuzzi@beneschlaw.com mbarrie@beneschlaw.com	Email
Counsel to Oklahoma Firefighters Pension and Retirement System	Berman Tabacco	Attn: Daniel E. Barenbaum 44 Montgomery Street, Suite 650 San Francisco CA 94104	dbarenbaum@bermantabacco.com	Email

Exhibit A
Master Service List
Served as set forth below

DESCRIPTION	NAME	ADDRESS	EMAIL	METHOD OF SERVICE
Counsel to Hartford Life and Annuity Insurance Company (now known as Talcott Resolution Life Insurance Company), Hartford Total Return Bond ETF, Hartford Total Return Bond Fund, Hartford Total Return Bond HLS Fund, The Hartford Strategic Income Fund, HIMCO Duration Matched Division Ser. II, HIMCO US Aggregate Bond Index Division	Bla Schwartz PC	Attn: Irwin B. Schwartz 515 S. Flower Street, 18th Floor Los Angeles CA 90071	ischwartz@blaschwartz.com	Email
Counsel to American Construction and Supply, Inc.	Bloomfield Law Group, Inc., P.C.	Attn: Neil J. Bloomfield 901 E St., Suite 100 San Rafael CA 94901	bklargecase@njblaw.com	Email
Co-Counsel to the Ad Hoc Committee of Senior Unsecured Noteholders of Pacific Gas and Electric Company	Braunhagey & Borden LLP	Attn: J. Noah Hagey, Jeffrey M. Theodore, David H. Kwasniewski, Andrew Levine 351 California Street Tenth Floor San Francisco CA 94104	theodore@braunhagey.com kwasniewski@braunhagey.com levine@braunhagey.com	Email
Counsel for MDR Inc. (dba Accu-Bore Directional Drilling), Veteran Power, Inc.	Brothers Smith LLP	Attn: Mark V. Isola 2033 N. Main Street Suite 720 Walnut Creek CA 94596	misola@brotherssmithlaw.com	Email
Counsel for Trustee and Claims Administrator	Brown Rudnick LLP	Attn: David J. Molton Seven Times Square New York NY 10036	DMolton@brownrudnick.com	Email
California Public Utilities Commission	California Public Utilities Commission	Attn: Arocles Aguilar, Geoffrey Dryvynsyde, and Candace Morey 505 Van Ness Avenue San Francisco CA 94102	candace.morey@cpuc.ca.gov	Email
Counsel to Certain Victims from the Camp Fire and 2017 North Bay Fires, Patricia Garrison	Casey Gerry Schenk Francavilla Blatt & Penfield, LLP	Attn: David S. Casey, Jr., Jeremy Robinson, P. Camille Guerra, and James M. Davis 110 Laurel Street San Diego CA 92101	dcasey@cglaw.com jrobinson@cglaw.com camille@cglaw.com	Email
Counsel to Chevron Products Company, a division of Chevron U.S.A. Inc.	Chevron Products Company, A Division of Chevron U.S.A. Inc.	Attn: Melanie Cruz, M. Armstrong 6001 Bollinger Canyon Road T2110 San Ramon CA 94583	melaniecruz@chevron.com marmstrong@chevron.com	Email
Counsel to Liberty Mutual Insurance Company	Choate, Hall & Stewart LLP	Attn: Douglas R. Gooding Two International Place Boston MA 02110	dgooding@choate.com	Email
Counsel to Liberty Mutual Insurance Company	Choate, Hall & Stewart LLP	Attn: Johnathan D. Marshall Two International Place Boston MA 02110	jmarshall@choate.com	Email
Counsel to Solon	CKR Law, LLP	Attn: Kristine Takvoryan 1800 Century Park East, 14th Floor Los Angeles CA 90067		First Class Mail

Exhibit A
Master Service List
Served as set forth below

DESCRIPTION	NAME	ADDRESS	EMAIL	METHOD OF SERVICE
Counsel to Amir Shahmirza	Cohen and Jacobson, LLP	Attn: Lawrence A. Jacobson 66 Bovet Road, Suite 285 San Mateo CA 94402	laj@cohenandjacobson.com	Email
Counsel to Western Electricity Coordinating Council	Cohne Kinghorn, P.C.	Attn: George Hofmann 111 East Broadway, 11th Floor Salt Lake City UT 84111	ghofmann@cohnekinghorn.com	Email
Counsel for Office of Unemployment Compensation Tax Services	Commonwealth of Pennsylvania	Department of Labor and Industry Collections Support Unit 651 Boas Street, Room 702 Harrisburg PA 17121	ra-li-ucts-bankrupt@state.pa.us	Email
Counsel for Fire Victim Creditors	Corey, Luzaich, De Ghetaldi & Riddle LLP	Attn: Dario de Ghetaldi, Amanda L. Riddle, Steven M. Berki, Sumble Manzoor 700 El Camino Real PO Box 669 Millbrae CA 94030-0669	alr@coreylaw.com smb@coreylaw.com sm@coreylaw.com	Email
Individual Plaintiffs Executive Committee appointed by the California Superior Court in the North Bay Fire Cases, Judicial Council Coordination Proceeding Number 4955, Pursuant to the terms of the Court's Case Management Order No. 1	Cotchett, Pitre & McCarthy, LLP	Attn: Frank M. Pitre, Alison E. Cordova San Francisco Airport Office Center 840 Malcolm Road, Suite 200 Burlingame CA 94010	fpitre@cpmlgal.com	Email
Counsel for Valley Clean Energy Alliance	County of Yolo	Attn: Eric May 625 Court Street Room 201 Woodland CA 95695	eric.may@yolocounty.org	Email
Counsel to Liberty Mutual Insurance Company	Cozen O'Connor	Attn: Joe Ziemianski 101 Montgomery Street Suite 1400 San Francisco CA 94101	JZiemianski@cozen.com	Email
Counsel for Fire Victim Creditors	Danko Meredith	Attn: Michael S. Danko, Kristine K. Meredith, Shawn R. Miller 333 Twin Dolphin Drive Suite 145 Redwood Shores CA 94065	mdanko@dankolaw.com kmeredith@dankolaw.com smiller@dankolaw.com	Email
Counsel for the agent under the Debtors' proposed debtor in possession financing facilities, Counsel for Citibank N.A., as Administrative Agent for the Utility Revolving Credit Facility	Davis Polk & Wardwell LLP	Attn: Eli J. Vonnegut, David Schiff, Timothy Graulich 450 Lexington Avenue New York NY 10017	eli.vonnegut@davispolk.com david.schiff@davispolk.com timothy.graulich@davispolk.com	Email
Creditor	Debra Grassgreen	Attn: Karl Knight 1339 Pearl Street Suite 201 Napa CA 94558	dgrassgreen@gmail.com	Email

Exhibit A
Master Service List
Served as set forth below

DESCRIPTION	NAME	ADDRESS	EMAIL	METHOD OF SERVICE
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Exhibit A
Master Service List
Served as set forth below

DESCRIPTION	NAME	ADDRESS	EMAIL	METHOD OF SERVICE
Counsel for International Business Machines Corp.	Satterlee Stephens LLP	Attn: Christopher R. Belmonte, Esq., Pamela A. Bosswick, Esq. 230 Park Avenue New York NY 10169	cbelmonte@ssbb.com pbosswick@ssbb.com	Email
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Counsel to Atlantica Yield plc and Mojave Solar LLC	Skadden, Arps, Slate, Meagher & Flom LLP	Attn: Destiny N. Almogue 300 South Grand Avenue Suite 3400 Los Angeles CA 90071	Destiny.Almogue@Skadden.com	Email

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DESCRIPTION	NAME	ADDRESS	EMAIL	METHOD OF SERVICE
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Counsel to Various Rescission and Damage Claimants	ST. JAMES LAW, P.C.	Attn: Michael St. James 22 Battery Street Suite 810 San Francisco CA 94111	Ecf@stjames-law.com michael@stjames-law.com	Email
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Counsel to Davey Tree Expert Company, Davey Tree Surgery Company, and Davey Resource Group, Inc.	Steptoe & Johnson LLP	Attn: Jeffrey M. Reisner & Kerri A. Lyman 633 West Fifth Street, Suite 1900 Los Angeles CA 90071	jreisner@steptoe.com klyman@steptoe.com	First Class Mail and Email
Individual 2015 Butte Fire Victim Creditor	Steve Christopher	PO Box 281 Altaville CA 95221	sc2104271@gmail.com	Email
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Counsel for JPMorgan Chase Bank, N.A., as DIP Administrative Agent	Stroock & Stroock & Lavan LLP	Attn: Frank A. Merola 2029 Century Park East Los Angeles CA 90067-3086	fmerola@stroock.com	Email

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DESCRIPTION	NAME	ADDRESS	EMAIL	METHOD OF SERVICE
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Attorneys for Objector Patricia Garrison	Tosdal Law Firm	Attn: Thomas Tosdal 777 S. Highway 101, Ste. 215 Solana Beach CA 92075	tom@tosdallaw.com	Email
Counsel for Consolidated Edison Development Inc.	Troutman Pepper Hamilton Sanders LLP	Attn: Gabriel Ozel, Jared D. Bissell 11682 El Camino Real, Suite 400 San Diego CA 92130-2092		First Class Mail
Counsel to Southern Power Company, Consolidated Edison Development, Inc.	Troutman Sanders LLP	Attn: Dean Morehous 3 Embarcadero Center Suite 800 San Francisco CA 94111	dean.morehous@troutman.com	Email

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DESCRIPTION	NAME	ADDRESS	EMAIL	METHOD OF SERVICE
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Nuclear Regulatory Commission	U.S. Nuclear Regulatory Commission	Attn: General Counsel U.S. NRC Region IV 1600 E. Lamar Blvd. Arlington TX 76011		First Class Mail
Nuclear Regulatory Commission	U.S. Nuclear Regulatory Commission	Attn: General Counsel Washington DC 20555-0001		First Class Mail
Interested Party	Union Pacific Railroad Company	Attn: Tonya W. Conley, Lila L. Howe 1400 Douglas Street STOP 1580 Omaha NE 68179	bankruptcynotices@up.com	Email
Unsecured Creditor Claim No. 7072	Unsecured Creditor Claim No. 7072	Attn: John Ramirez, Marta Ramirez 38006 Pueblo Road Hinkley CA 92347		First Class Mail
Unsecured Creditor Claim No. 7083	Unsecured Creditor Claim No. 7083	Attn: Aurang Zaib Khan, Halima Zahib 1969 East Cooley Ave. San Bernardino CA 92408		First Class Mail
Unsecured Creditor Claim No. 7167	Unsecured Creditor Claim No. 7167	Attn: Ken Nitao 244 S. Citrus Avenue Alhambra CA 91801		First Class Mail
Unsecured Creditor Claim No. 7168	Unsecured Creditor Claim No. 7168	Attn: Robert Miller, Donna Learmont 37241 Sycamore Street Hinkley CA 92347		First Class Mail
Unsecured Creditor Claim No. 7171	Unsecured Creditor Claim No. 7171	Attn: Shirley Holcroft, Sam Cabrera 2610 S Mariposa Rd Apache Jct AZ 85119-9252		First Class Mail
Unsecured Creditor Claim No. 7175	Unsecured Creditor Claim No. 7175	Attn: Andrea Williams, Dan S. Williams 36796 Hillview Road Hinkley CA 92347		First Class Mail
Unsecured Creditor Claim No. 7176	Unsecured Creditor Claim No. 7176	Attn: Keith Hawes P.O. Box 376 Hinkley CA 92347		First Class Mail
Unsecured Creditor Claim No. 7180	Unsecured Creditor Claim No. 7180	Attn: Oscar Urbina 3617 Slauson Ave. Maywood CA 90270		First Class Mail
Unsecured Creditor Claim No. 7183	Unsecured Creditor Claim No. 7183	Attn: Martin Garza, Lynette Brown P.O. Box 344 Hinkley CA 92347		First Class Mail

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DESCRIPTION	NAME	ADDRESS	EMAIL	METHOD OF SERVICE
Unsecured Creditor Claim No. 7199	Unsecured Creditor Claim No. 7199	Attn: Carolyn Bolin, William Bolin 36310 Lenwood Road Hinkley CA 92347		First Class Mail
Unsecured Creditor Claim No. 7200	Unsecured Creditor Claim No. 7200	Attn: Sandra L. Brown 5432 Macedonia Church Rd Prosperity SC 29127-7389		First Class Mail
Unsecured Creditor Claim No. 7201	Unsecured Creditor Claim No. 7201	Attn: Barbara A. Vinson, Lloyd K. Vinson 3220 Cindy Circle Anderson CA 96007		First Class Mail
Unsecured Creditor Claim No. 7226	Unsecured Creditor Claim No. 7226	Attn: Rosaiba Hernandez 18284 Pacific Street Hesperia CA 92345		First Class Mail
Unsecured Creditor Claim No. 7229	Unsecured Creditor Claim No. 7229	Attn: David Matthiesen, Candace Matthiesen 36709 Hidden River Road Hinkley CA 92347		First Class Mail
Unsecured Creditor Claim No. 7244	Unsecured Creditor Claim No. 7244	Attn: Agustin Carrera, Maritza Carrera 886 Gina Ct. Upland CA 91784		First Class Mail
Unsecured Creditor Claim No. 7244	Unsecured Creditor Claim No. 7244	Attn: Aquilla Frederick 20455 Halstead Road Hinkley CA 92347		First Class Mail
Unsecured Creditor Claim No. 7264	Unsecured Creditor Claim No. 7264	Attn: Darlene Herring Jenkins PO Box 512 Newberry Spgs CA 92365-0512		First Class Mail
Unsecured Creditor Claim No. 7301	Unsecured Creditor Claim No. 7301	Attn: Marina Riebeling, Adolfo Riebeling 4600 Jerry Ave. Baldwin Park CA 91706		First Class Mail
Unsecured Creditor Claim No. 7585	Unsecured Creditor Claim No. 7585	Attn: Clell Courtney, Hennie Courtney 25595 Ash Road Barstow CA 92311		First Class Mail
Unsecured Creditor Claim No. 7591	Unsecured Creditor Claim No. 7591	Attn: Cindy Sue Downing P.O. Box 376 Hinkley CA 92347		First Class Mail
Unsecured Creditor Claim No. 7657	Unsecured Creditor Claim No. 7657	Attn: Joel A. Christison PO Box 2635 Big River CA 92242-2635		First Class Mail
Unsecured Creditor Claim No. 7704	Unsecured Creditor Claim No. 7704	Attn: Nick Panchev 25633 Anderson Avenue Barstow CA 92311		First Class Mail

Exhibit A
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DESCRIPTION	NAME	ADDRESS	EMAIL	METHOD OF SERVICE
Unsecured Creditor Claim No. 8273	Unsecured Creditor Claim No. 8273	Attn: Charles Matthiesen, Matsue Matthiesen 36771 Hidden River Rd. Hinkley CA 92347		First Class Mail
Unsecured Creditor Claim No. 8274	Unsecured Creditor Claim No. 8274	Attn: Juliana Martinez, Manuel Martinez 36633 Hidden River Road Hinkley CA 92347		First Class Mail
Unsecured Creditor Claim No. 8274	Unsecured Creditor Claim No. 8274	Attn: Norman Halstead 20455 Halstead Road Hinkley CA 92347		First Class Mail
Unsecured Creditor Claim No. 8278	Unsecured Creditor Claim No. 8278	Attn: Kimberly Blowney 36816 Hillview Road Hinkley CA 92347		First Class Mail
Unsecured Creditor Claim No. 8283	Unsecured Creditor Claim No. 8283	Attn: Saray Ordaz, Victor Suarez 1042 E. Sandison St. Apt. 1 Wilmington CA 90744		First Class Mail
Unsecured Creditor Claim No. Pending	Unsecured Creditor Claim No. Pending	Attn: Yvonne Kirkpatrick, Herbert Nethery 23394 Alcludia Rd. Hinkley CA 92347		First Class Mail
US Securities and Exchange Commission	Us Securities And Exchange Commission	Attn: Jina Choi, Regional Director San Francisco Regional Office 44 Montgomery Street, Suite 2800 San Francisco CA 94104	sanfrancisco@sec.gov	Email
US Securities and Exchange Commission	Us Securities And Exchange Commission	Attn: Office of General Counsel 100 F St. NE MS 6041B Washington DC 20549	secbankruptcy@sec.gov	Email
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Counsel to Public Employees Retirement Association of New Mexico	Wagstaffe, Von Loewenfeldt, Busch & Radwick, LLP	Attn: James M. Wagstaffe & Frank Busch 100 Pine Street Suite 725 San Francisco CA 94111	wagstaffe@wvbrlaw.com busch@wvbrlaw.com	Email
Individual Plaintiffs Executive Committee appointed by the California Superior Court in the North Bay Fire Cases, Judicial Council Coordination Proceeding Number 4955, Pursuant to the terms of the Court's Case Management Order No. 1	Walkup Melodia Kelly & Schoenberger	Attn: Michael A. Kelly, Khaldoun A. Baghdadi, Max Schuver 650 California Street 26th Floor San Francisco CA 94108	mkelly@walkuplawoffice.com kbaghdadi@walkuplawoffice.com mschuver@walkuplawoffice.com	Email
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DESCRIPTION	NAME	ADDRESS	EMAIL	METHOD OF SERVICE
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Exhibit B

Exhibit B
Movants and Claimants Service List
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